

United States Bankruptcy Court

Northern District of California - Oakland Division

In re NATURAL WONDERS, INC., Debtor-in-Possession

Case No. 00-46943-T-11

SUMMARY OF AMENDED SCHEDULES ^A

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedule A, B, D, E, F, I and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amounts of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES ¹	OTHER
A – Real Property	YES	1	\$0.00		
B – Personal Property	YES	38	\$ 88,676,842 + Unknown		
C – Property Claimed As Exempt	YES	1			
D – Creditors Holding Secured Claims	YES	2		\$36,854,472 + Unknown	
E – Creditors Holding Unsecured Priority Claims	YES	7		\$4,355,624	
F – Creditors Holding Unsecured Nonpriority Claims	YES	60		\$37,453,922 + Unknown	
G – Executory Contracts and Unexpired Leases	YES	31			
H – Codebtors	NO	0			
I - Current Income of Individual Debtor(s)	NO	0			\$0.00
J - Current Expenditures of Individual Debtor(s)	NO	0			\$0.00
Total Number of Sheets in ALL Schedules attached as Exhibits		140			
Total Assets>			\$ 88,676,842 + Unknown		

^A Natural Wonders, Inc. ("Debtor" or "NWI") purchased World of Science, Inc. ("WOSI") on September 11, 2000, and on that date WOSI and NWI announced their intent to merge, with NWI to be the surviving entity. NWI and WOSI were in the process of finalizing the merger prior to their bankruptcy filings. NWI and WOSI believe that as of the date of their bankruptcy filings, their operations had been consolidated into NWI, and such operations were subject to the management and control of NWI. Counsel for the Debtor and WOSI is considering bringing a motion to substantively consolidate the NWI's and WOSI's bankruptcy cases. Parties are invited to review the Statement of Affairs and Schedules, and any amended versions thereof, filed in the WOSI bankruptcy case (Case No. 00-46944 filed in the Northern District of California, Oakland Division) when reviewing this document.

¹ Please take notice that although a claim may not be scheduled herein as contingent, unliquidated and/or disputed, the Debtor and/or its successors and assigns, expressly reserves and retains all rights to object to such claim in the claims analysis and objection process. Similarly, Debtor, and/or its successors and assigns, reserves and retains all rights to object to the claims scheduled herein, including without limitation, the scheduled amount of any claim.

Total Liabilities>

\$78,664,018
+ Unknown

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled, Husband, Wife, Joint, or Community ["HWJC"]. If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
<i>NONE</i>				
Total >			\$0.00	

(Report also on Summary of Schedules.)

AMENDED SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether, husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled, Husband, Wife, Joint, or Community ["HWJC"]. If the debtor is an individual or if a joint petition is filed, state the amount of any exemptions claimed in the property only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		PLEASE SEE EXHIBIT 1 ATTACHED.		\$152,225
2. Checking, savings, or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations or credit unions, brokerage houses, or cooperatives.		PLEASE SEE EXHIBIT 2 ATTACHED.		5,537,395
3. Security deposits with public utilities, telephone companies, landlords and others.		PLEASE SEE EXHIBIT 3 ATTACHED.		90,312
4. Household goods and furnishings, including audio, video and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

AMENDED SCHEDULE B - CONTINUANCE SHEET

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X	PLEASE SEE EXHIBIT 4 ATTACHED.		6,250,000
12. Stock and interests in incorporated and unincorporated businesses. Itemize.				
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and non-negotiable instruments.	X	PLEASE SEE EXHIBIT 5 ATTACHED.		258,479 + Unknown
15. Accounts receivable.				
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor. Include tax refunds. Give particulars.		PLEASE SEE EXHIBIT 6 ATTACHED.		9,000
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Natural Wonders may have claims against WOSI. Similarly, WOSI may have claims against Natural Wonders. As of this date hereof, no determinations have been made with respect to these issues. ALSO SEE EXHIBIT 7 ATTACHED.		Unknown 165,290 +Unknown
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.	X			

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AMENDED SCHEDULE B - CONTINUANCE SHEET

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
23. Automobiles, trucks, trailers, and other vehicles.	X			
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		PLEASE SEE RESPONSE TO QUESTION 27 BELOW.		
27. Machinery, fixtures, equipment and supplies used in business.		PLEASE SEE EXHIBIT 8 ATTACHED.		19,939,094
28. Inventory.		PLEASE SEE EXHIBIT 9 ATTACHED.		56,275,047
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed. Itemize.	X			
<i>Thirty-five (35) continuance sheets related to Schedule B are attached to the package of Schedules as noted on the Exhibit references above.</i>			TOTAL AMENDED SCHEDULE B	\$ 88,676,842+ Unknown

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemption to which debtor is entitled under:

(Check one box)

- ☐ 11 USC § 522(b)(1) Exemptions provided in 11 USC § 522(d). Note: These exemptions are available only in certain states.
- ☐ 11 USC § 522(b)(2) Exemptions available under applicable nonbankruptcy federal laws, state or local law where the debtor's domicile has been located for the 180 days immediately preceding the filing of the petition, or for a longer portion of the 180-day period than in any other place, and the debtor's interest as a tenant by the entirety or joint tenant to the extent the interest is exempt from process under applicable nonbankruptcy law.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT MARKET VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
NONE			

AMENDED SCHEDULE D

CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuance sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H" (Husband), "W" (Wife), "J" (Joint), or "C" (Community) in the column labeled such.

If the claim is contingent, place an "X" in column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H U S B A N D	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIP AND MARKET VALUE OF PROPERTY SUBJ TO LIEN	C O N T I N G U O U S	U N L I Q U A T E D	D I S P U T E D	AMOUNT OF CLAIM W/O DEDUC VALUE OF COLL	UNSECURED PORTION, IF ANY
Advanta Bank Corp. Attn Leasing Dept Norwest Fin Lease 9913960429 PO Box 1228 1020 Laurel Oak Rd Voorhees, NJ 08043			UCC filing; Original #0025661263, 9/1/00; no schedule			X	Unknown	Unknown
Ford Equipment Leasing, Co. 24551 Raymond Way Suite 245 El Toro, CA			Orig.:#91218635, 10/8/91 Cont.:#96158C0219, 6/6/96 All equipment, furniture, fixtures, leasehold Original: 1450847,10/16/91 (Ford Equipment Leasing Co.) Continuance: 1850639,5/21/96 (by Ford Equipment Leasing Co.) All equipment, fixtures, leasehold improvement Original: 911011739, 10/9/91 (Ford Equipment Leasing Co.) Continuance: 9605167814, 5/16/96 (by Ford Equipment Leasing Co.) Specific equipment, fixtures and leasehold improvements			X	Unknown	Unknown
Hilco Capital LP One Northbrook Place 5 Revere Drive, Suite 206 Northbrook, IL 60062			9/11/00 Original Loan Balance September Interest Deferred October Interest Deferred November Interest Deferred December Interest Deferred (17 days only) Hilco Facility Fee (Assessed On 12/15/00) December Monitoring Fee (Not Certain If This Was Really Assessed)			X	5,000,000.00 13,888.89 21,527.78 20,833.33 11,805.56 120,000.00 <u>5,000.00</u>	

AMENDED SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIP AND MARKET VALUE OF PROPERTY SUBJ TO LIEN	C O N T G N T	U N L I Q U D	D I S P U T D	AMOUNT OF CLAIM W/O DEDUC VALUE OF COLL	UNSECURED PORTION, IF ANY
			Additional fees may be owing under the loan agreement VALUE UNKNOWN				5,193,055.56	Unknown
IBJ Whitehall Retail Finance 45 Braintree Hill Office Park Suite 303 Braintree, MA 02184			Various dates - 9/11/00 to 12/15/00 Loan balance per IBJ December statement 55% of December interest per IBJ December statement Additional fees may be owing under the loan agreement VALUE UNKNOWN			X	31,490,126.45 <u>171,289.90</u> 31,661,416.35	Unknown
National Westminster Bank USA 175 Water Street New York, NY 10038			Original: 3421-1449, 5/28/92 (Scientific Leasing, Inc.) Assignment: 3467-1644, 12/11/92 (to National Westminster Bank, agent); Amendment: 3467-1645, 12/11/92 (to National Westminster Bank, agent) Assignment: 3467-1652, 12/11/92 (to Mount Greenwood Bank); Assignment: # illegible, 11/15/95 (to Natwest Bank USA); Specific fixtures and equipment Original: 3376-1927, 12/2/91 (Scientific Leasing, Inc.); Assignment: 3409-1573, 4/14/92 (to Nat. Westminster Bank USA, agent); Assignment: 3928-703, 6/26/92 (to Chrysler Capital Corp., agent) Assignment: 3485-2439, 2/9/93 (to Fleet Credit Corp.); Assignment: 3675-1481, 1/5/95 (to National Westminster Bank, agent)			X	Unknown	Unknown
Norwest Financial Leasing, Inc. 1700 Iowa Ave. Suite 240 Riverside, CA			Original: 9913960429, 5/17/99 (Norwest Financial Leasing, Inc.) Current: Norwest Financial Leasing, Inc.) Specific equipment			X	Unknown	Unknown
Zero (0) sheets attached related to Schedule D							\$36,854,471.91 + Unknown	Unknown
TOTAL AMENDED SCHEDULE D								

AMENDED SCHEDULE E - **CREDITORS HOLDING UNSECURED, PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H" (Husband), "W" (Wife), "J" (Joint) or "C" (Community) in the columns labeled as such.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled, "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total " on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ **Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 USC § 507(a)(2).

☒ **Wages, salaries, and commissions** — **PLEASE SEE EXHIBIT 10 ATTACHED**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees, and commissions owing to qualified independent sales representatives, up to a \$4,300* per person, earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 USC § 507(a)(3).

☒ **Contributions to employee benefit plans** — **PLEASE SEE EXHIBIT 10 ATTACHED**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 USC § 507(a)(4).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$4,300* per farmer or fisherman, against the debtor, as provided in 11 USC § 507(a)(5).

☒ **Deposits by individuals** — **PLEASE SEE EXHIBIT 10 ATTACHED**

Claims of individuals up to a maximum of \$1,950* for deposits for the purchase, lease or rental of property or services for personal, family or household use, that were not delivered or provided. 11 USC § 507(a)(6).

☐ **Alimony, Maintenance or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 USC 507(a)(7)

☒ **Taxes and Other Certain Debts Owed to Governmental Units-** **PLEASE SEE EXHIBIT 11 ATTACHED**

Taxes, customs, duties, and penalties owing to federal, state, and local governmental units as set forth in 11 USC § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 USC 507(a)(9).

*Amounts are subject to adjustment on April 1, 1998, and every three years thereafter with respect to cases commenced on or after the date of adjustment

___ continuance sheets related to Schedule E are attached to the package of Schedules as noted on the Exhibit references above.

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED, NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuance sheets provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H" (Husband), "W" (Wife), "J" (Joint) or "C" (Community) in the columns labeled as such.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H U S B A N D	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U A T E D	D I S P U T E D	AMOUNT OF CLAIM
PLEASE SEE EXHIBIT 12 ATTACHED							\$37,453,922
World of Science, Inc. 4209 Technology Drive Fremont, CA 94538			WOSI may have claims against Natural Wonders. Similarly, Natural Wonders may have claims against WOSI. As of the date hereof, no determinations have been made with respect to these issues.		X	X	Unknown
SEE FOOTNOTE B BELOW							
			TOTAL AMENDED SCHEDULE F				\$37,453,922 + Unknown

(Report total also on Summary of Schedules)

Sixty (60) continuance sheets related to Schedule F are attached to the package of Schedules as noted on the Exhibit references above.

- B.** Please note that the Debtor paid certain temporary employee agencies that held prepetition claims against the Debtor pursuant to the Court's December 18, 2000 "Order Authorizing Debtor to (1) Honor Priority Obligations to Employees (2) Reimburse Employee Business Expense; (3) Pay Employee Benefit Programs; (4) Pay Temporary Employee Agencies; and (5) Maintain Payroll Accounts" (the "Payroll Order") and the Court's amended order thereon dated February 5, 2001, and these such agencies are not listed on this Schedule F as holding claims against the Debtor. These agencies are Delta Temps, Inc., Labor Ready and Select Personnel Services.

* Contingent, Unliquidated or Disputed

AMENDED SCHEDULE G - **EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests.

State the nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A person listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

<u>AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES</u>	
NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
VARIOUS LEASES OF NON-RESIDENTIAL REAL PROPERTY	Non-Residential Real Property Leases for various Retail Locations -- PLEASE SEE ATTACHED EXHIBIT 13
Insignia / ESG, Inc. 5891 Cedne Lake Rd Minnetonka, MN 55416 Insignia / ESG, Inc. Attn: Mark Smith 160 W. Santa Clara Street, Suite 1350 San Jose, CA 95113-1735	Non-residential real property lease on Headquarters located at 4209 Technology Drive, Fremont, CA 94538 Expires 6/30/04
Rooker, John W. 4920 North Royal Atlanta Dr. Tucker, GA 30084	Non-residential real property lease on Distribution Center located at 7200 Intermodal Drive, Louisville, KY Expires 2/1/14
United States Postal Service c/o Paul J. Senk Windsor FSO 6 Griffin Road North Windsor, CT 06006-0300	Non-residential real property (sub)lease on premises located at 200 Mushroom Blvd, Rochester, NY Term 11/1/00 – 1/31/01 – Holiday location
3-Par Data, Inc. (<i>sublessee</i>) Attn: Robert Rogers 4215 Technology Drive Fremont, CA 94538	Non-residential real property Sublease on portion of premises located at 4209 Technology Drive, Fremont, CA 7/1/99 – 6/30/04 (Debtor is Sublessor)
ABC Carroll's Michael 1097 MacArthur Blvd San Leandro, CA 94577	Printer Repairs/Services

AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p>American Express-Membership Travel Related Svcs Co., Inc. Attn S.E. Maintenance Unit PO Box 53773 Phoenix, AZ 85072</p> <p>American Express-Membership Travel Related Svcs Co., Inc. Suite 0001 Chicago, IL 60679-0001</p>	Credit card agreement(s)
<p>ARC c/o Arthur J Gallagher & Co. P.O. Box 9101 Pleasanton, CA 94566-9101</p>	Directors & Officers' liability insurance policy(s); 6/1/00-5/31/01
<p>Arcus Data Security P.O. Box 911862 Dallas, TX 753911862</p>	Off-site Tape Backup
<p>Best Software, Inc. PO Box 17428 Baltimore, MD 21297-1428</p>	Fixed Asset System agreement(s)
<p>Big Sky Technologies Rudy McVicker 9449 Balboa Ave Suite 102 San Diego, CA 92123</p>	VRN for Help Desk Systems
<p>Blue Chip Telecom 379 Oyster Point Blvd., Suite 10, South San Francisco, CA. 94080</p>	Voicemail/Work Order system
<p>Cal-Air Inc Attn: Jeanette Erickson 1555 So. Seventh Street San Jose, CA 95112</p>	HVAC service agreement(s) for Fremont CA headquarters
<p>Storerunner Network Inc 6333 Greenwich Dr Suite 200 San Diego, CA. 92122-5900</p>	Commission Based agreement
<p>CDW Craig Grave PO Box 75723 Chicago IL 60675</p>	Computer Equipment Sales
<p>Chesapeake Systems Solutions 10200 S. Dolfield Road Owings Mills, MD 21117</p>	Bank reconciliation software agreement(s)
<p>Chubb Insurance 5050 Hopyard Road, Suite 400</p>	Umbrella insurance policy(s); 6/1/00-5/31/01

AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Pleasanton, CA 94588	
Cognos Corp P.O. Box D3923 Boston, MA 02241-3923	Impromptu Software license agreement(s)
CorPay Solutions, Inc. P.O. Box 195000 Burton, MI 48519	Freight agreement(s)
Cyborg Systems 135 S. LaSalle St. Dept 1613 Chicago, IL 60674-1613	Annual maintenance fee for Human Resource Information System
Daniel Trust Company 135 Interstate Bank Blvd #6B Greenville, SC 29615	Recovery Service Agreement(s) (NSF checks)
Discover Financial Services Discover Card Services, Inc. 2500 Lake Cook Road Riverwoods, IL 60015	Credit card agreement(s)
EDC Systems Shellie Best-Jones 3455 Golden Gate Way Lafayette, CA 94549	Computer Equipment Sales
Equifax Check Services, Inc. Attn: Robert Kady, VP Sales 11601 Roosevelt Boulevard St. Petersburg, FL 33716	Equifax Welcome Check Verification Agreement dated 9/1/99, renewable monthly Equifax Pathways Risk Management Agreement Equifax Collection Services Agreement Equifax Check Services Equipment Lease Agreement dated 6/1/97 for Magtek Check Readers (6) in Seattle, Lynwood and Bellingham WA stores
Equity Edge c/o E-Trade 10951 Whiterock Road Rancho Cordova, CA 93670	The Natural Wonders, Inc. 1992 Employee Stock Purchase Plan administration agreement(s)
Expeditors International 4870 Crittenden Drive Louisville, KY 40209	Customs/Shipping agent Agreement(s)
Federal Express P.O. Box 1140 Dept. A Memphis, TN 381011140	Air courier service agreement(s)
Fujitsu Sales (aka ICL Systems, Inc., ICL Supply Point) / Kirk Smith	Point of Sale Equipment Sales

AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
P.O. Box 911410 Dallas, TX 75391-0410	
Gibbons Co. c/o Gates-McDonald Unemployment Compensation P.O. Box L1929 Columbus, OH 43260	Service agreement(s) for Unemployment Tax Management.
Globalcrossings No Acct Manager PO Box 741276 Cincinnati OH	Long Distance Phone Service
Goodwill Industries International, Inc. Attn: Joe Bond 9200 Rockville Pike Bethesda, MD 20814	Agreement for Charitable Donation of Merchandise dated 11/15/98
Great-West Life & Annuity Insurance Co. Dept. 513 Denver, Co 80281-0513	Insurance contract(s) for medical, dental, prescription and vision care.
Greylock Graphics John McDonald PO Box 411 Lee, MA 01238-0411	Register Supplies
Hartford Insurance c/o Arthur J Gallagher & Co. P.O. Box 9101 Pleasanton, CA 94566-9101	Workmen's compensation, auto, package and ocean marine insurance agreement(s); From 6/1/00 to 5/31/01;
Highmark Life Ins. Co. P.O. Box 382229 Pittsburgh, PA 15250-8229	Voluntary life insurance contract(s).
Imperial Premium Finance 160 East Shaw Avenue, Suite 160 Fresno, CA 93710	Insurance policy financing agreement(s) for Chubb, The Travelers and ARC; 6/1/00-5/31/01
KB Toys David Sefcik 100 West Street Pittsfield, MA 01201	POS Equipment Sales (Used)
Kockos, John H. dba Kockos Real Estate 133 Pepper Avenue Burlingame, CA 94010	Judgment receivable arising from litigation involving non-residential real property lease agreement on Burlingame store. See also Schedule B
Linmark Development (Far East) Ltd. Far East Regional Office 9th Floor Formosa Plastic Building	Non-Exclusive Buying Agency Agreement dated 10/1/97

AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
201-22 Tun HWA North Road Taipei, TAIWAN	
Lipman Co. 3340 Walnut Ave Suite 290 Fremont, CA 94578	Dependent Care Spending Account administration agreement(s).
MCI Telecommunications Corporation Attn: Emma Hopkins 2175 N. California Blvd Suite 700 Walnut Creek, CA 94596 MCI Worldcom Shannon Harris 2560 North First Street San Jose, CA 95131	NetworkMCI One Agreement for phone / long distance services dated 8/6/98 for 3 years Contract ID 225483-03 Corp ID #99141806
Midwest Payment Systems The Fifth Third Bank 38 Fountain Square Plaza Cincinnati, OH 45263 The Fifth Third Bank Attn: Robert Uhrig, VP 38 Fountain Square Plaza Cincinnati, OH 45263	Bank Card Merchant Agreement(s) Lease agreement(s) for: Tranz 380 credit card transaction process machines; 64 units Printer 250 receipt printers; 60 units
Net Tech Group Inc Howard Roth 1650 S. Amphlett Blvd, Suite 203, San Mateo, CA 94402 Net Tech Group, Inc 875 Cowan Road, Suite 250 Burlingame, CA 94010	Web Hosting / Internet provider agreement(s)
Netcentives Marketing Accounts Receivable 475 Brannan Street San Francisco, CA. 94107	Frequent Flyer Linkage
Night Owl Commercial Janitorial Service Attn: Craig Hall 3315 Borgundy Drive San Jose, CA 95132	Janitorial Service for Fremont, CA headquarters;
Norton, Kenneth G. 903 Tournament Drive Hillsborough, CA 94010	Employment Agreement
OK.com Attn: Jack Porter 6900 Koll Center Parkway	Agreement for donation of certain proceeds of internet sales for charity

AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Pleasanton, CA 94566	
Pagenet P.O. Box 7167 Pasadena, CA. 91109-7167 Pagenet dba Paging Network Of San Jose Dept. 0102 Palatine, IL 60055-0102	Pager Services
Pitney Bowes Credit Corp P.O. Box 856390 Louisville, KY 40285-6390	Postage machines: one (1) in Louisville, KY and one (1) in Fremont, CA
Pro Business COBRA Dept. P.O. Box 685 Bothell, WA 98041-0685	Payroll systems agreement(s)
Profit Recovery Group International, Inc. 31831 Camino Capistrano, Suite 200 San Juan Capistrano, CA 92675	Recovery/ collection services; Professional Service Agreement dated 5/25/00
Promotions.com Dept LA 21996 Pasadena, CA 91185-1996	Sweepstakes management agreement
Prudential Group Life & Disability Ins. Co. P.O. Box 101666 Atlanta, GA 30392	Long-term disability insurance contract(s).
Qmatrix Tonny Manno 3550 Round Barn Blvd Suite 207 Santa Rosa, CA 95403	Technical Services (various) agreement(s)
R2 Corporation Brad O'malley 1301 Trap Trapp Rd. Eagan, MN 5512	Point of Sale Equipment Sales and Repairs
Red Alarm Attn Nick Lawrence 2801 San Pablo Avenue Berkeley, CA 94702-2238	Alarm system agreement(s) for Fremont, CA headquarters
RTI Retail Technology, Inc Phil Watts 1200 Thompson Ranch Road Wimberley, TX 78676	Polling PC Configuration/Sales/Service
Savin Corporation Attn: Candy Collins PO Box 10336 Des Moines, IA 50306	Acct # 5061080-001; Lease and service agreement(s) on five (5) copy machines (3 in Fremont CA location and 2 in Louisville KY location) and six (6) fax machines. (after 3-4 years fax machines are abandoned to lessee)

AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p>Scudder Trust Company Attn: Mark Melusa. 11 Northeastern Boulevard Salem, NH 03079-2380</p> <p>Scudder Trust Company Attn: Talitha Lemos Two International Place, 6th Floor Boston, MA 02110</p>	401(k) Plan administration agreement(s)
<p>Sprint PCS P.O. Box 79125 City Of Industry, CA 91716-9125</p>	Service and Equipment Agreement(s) for cell phones dated 5/11/99 for 3 year term
<p>Standard Coffee Service Company P.O. Box 4572 Antioch, CA 94531-4572</p>	Monthly agreement(s) for kitchen supplies and coffee service
<p>Star Elevator, Inc. Attn: Stuart Hill 2701 Spring Street Redwood City, CA 94063</p>	<p>Elevator #82030</p> <p>Elevator service agreement(s) for Fremont, CA headquarters</p>
<p>STS Systems, Ltd. 2800 TransCanada Highway Pointe Clare Quebec CANADA</p>	Computer systems / accounting software agreement(s).
<p>SVI Retail (fka Applied Retail Solutions) Cathy Boss-Fessel 12707 High Bluff Drive Suite 335 San Diego, CA 92130</p>	POS Software Sales and Service
<p>Systems Warehouse Any Salesperson Catalog Sales</p>	PC and Cabling Parts/Supplies
<p>Teleglobe Sahebba Ahmed PO Box 78228 Phoenix, AZ 85062</p>	Long Distance Phone Service
<p>Terminix International Company LP Attn Chris Hyatt 1500 N 4th Street San Jose, CA 95112</p>	Pest control agreement(s) for Fremont, CA headquarters
<p>Travelers Insurance Co. 225 Lennon Lane, Suite 140 Walnut Creek, CA 94598</p>	<p>Crime insurance policy(s); 6/1/00-5/31/01</p> <p>Fidelity insurance policy(s); 6/1/00-5/31/01</p>
<p>Vector USA Phil Wahlberg 2330 Success Drive</p>	<p>Point of Sale Equipment Sales and Repairs</p> <p><i>(Started using them on November 2000)</i></p>

**AMENDED SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED
LEASES**

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST; STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Odesa, FL 33556	
Vision Point of Sales Frank Muscarello 2260 Ridge Drive Glenview, IL 60025	Point of Sale Equipment Sales
Web Link Wirelss Ryan Thompson 3564 Investement Blvd Hayward, CA 94545	Pager Services
Wibbenmeyer, Debbie 35944 Ashton Place Fremont, CA 94536	Severance Agreement
World Wildlife Fund 1250 24th Street NW, Suite 400 Washington, DC 20037	Donation facilitating agreement(s)

Twenty-three (23) continuance sheets related to Schedule G are attached to the package of Schedules as noted on the Exhibit references above

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY
OF PERJURY ON BEHALF OF CORPORATION

I, PETER G. HANELT, the designated Responsible Individual of NATURAL WONDERS, INC., the debtor-in-possession in this case, declare under penalty of perjury that I have read the foregoing **Summary of Amended Schedules**, consisting of 139 sheets, and that they are true and correct of the best of my knowledge, information and belief.

Date: April ____, 2001

Signature: _____

PETER G. HANELT, Responsible Individual

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.